

VONAGE HOLDINGS CORP
Form SC 13G/A
February 14, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

VONAGE HOLDINGS CORP.

(Name of Issuer)
Common Stock, par value \$0.001 per share

(Title of Class of Securities)

92886T201
(CUSIP Number)
December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
* the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92886T201

1. NAMES OF
REPORTING
PERSONS

Jeffrey A.

Citron

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)

(a) ☐

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION

United

States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE
VOTING
POWER

12,346,720
shares

6. SHARED
VOTING
POWER

7. SOLE
DISPOSITIVE
POWER

12,346,720

shares

8. SHARED
DISPOSITIVE
POWER

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10.	12,346,720 shares CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS	o
11.	REPRESENTED BY AMOUNT IN ROW (9)	
12.	5.15% (1) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	

IN

(1) Based on 239,742,630 shares of Common Stock outstanding as of December 31, 2018, plus 180,000 shares subject to stock options that were exercisable at or within 60 days of December 31, 2018.

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Item 1(a). Name of
Issuer:

Vonage
Holdings
Corp.

Item 1(b). Address
of
Issuer's
Principal
Executive
Offices:

23 Main
Street
Holmdel,
New
Jersey
07733

Item 2(a). Name of
Person
Filing:

This
statement
is filed
on
behalf of
the
following
person,
in
accordance
with
Rule
13d-1(k)(1)
under
the Act:

Jeffrey
A.
Citron

Item 2(b). Address
of
Principal
Business
Office
or, if
none,
Residence:

c/o
Vonage
Holdings
Corp.
23 Main
Street
Holmdel,
New
Jersey
07733

Item 2(c). Citizenship:

United
States of
America

Item 2(d). Title of
Class of
Securities:

Common
Stock,
par value
\$0.001
per share

Item 2(e). CUSIP
Number:

92886T201

Item 3. If this
statement is
filed
pursuant to
Rule
13d-1(b) or
13(d)-2(b)
or (c),

check
whether the
person
filing is a:

Not
applicable.

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Item 4. Ownership.

(a)	Amount beneficially owned	shares	12,346,720
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(b)	Percent of class	5.15%
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(c)	Number of shares as to which the person has:
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(i)	Sole power to vote or to direct the vote	12,346,720 shares (1)
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(ii)	Shared power to vote or to direct the vote	0
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(iii)	Sole power to dispose or to direct the disposition of	12,346,720 shares (1)
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(iv)	Shared power to dispose or to direct the disposition of	0
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(1) Includes the following:

180,000 shares subject to stock options that were exercisable at or within 60 days of December 31, 2018;

158,628 shares held by the Noah A. Citron
2016 Florida Descendant's Trust;
154,230 shares held by the Kyra E. Citron
2016 Florida Descendant's Trust;
1,650,000 shares held by the Noah A.
Citron 2015 Beneficiary's Trust; and
1,650,000 shares held by the Kyra E.
Citron 2015 Beneficiary's Trust.

Mr. Citron has the right to acquire the shares
held by each of the trusts listed above by
swapping other assets in exchange for the
shares held by the applicable trust.

Item
5. Ownership of Five Percent or Less of a Class.

Not applicable.

Ownership of
More than Five
Percent on
Item 6.

6. Behalf of
Another
Person.

Not applicable.

Identification and Classification of the Subsidiary
Item 7. Which Acquired the Security Being Reported on
7. by the Parent Holding Company or Control
Person.

Not applicable.

Identification
and
Item 8. Classification
8. of Members of
the Group.

Not
applicable.

Item Notice of
9. Dissolution of
Group.

Not
applicable.

Item
10. Certifications.

Not
applicable.

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SIGNATURE

After reasonable inquiry and to the best my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2019

/s/ Joann Vought, Attorney-in-fact for Jeffrey A. Citron
Jeffrey A. Citron

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